

# TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 996.  
FILED, NOVEMBER 21st, 1963.

## DeCOURSEY-BREWIS MINERALS LIMITED

Full corporate name of Company  
Incorporated as Brewis Red Lake Mines Ltd. under the laws of the Province of Ontario by Letters Patent dated August 30, 1945. Supplementary Letters Patent July 4/52 and Jan. 21/55.

Particulars of incorporation (e.g., incorporated under Part IV of the Corporations Act, 1953  
(Ontario) by Letters Patent dated May 1st, 1957).

### FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.

Subject to confirmation by the shareholders, the Company proposes:

(a) to accept from Alaska Mines and Minerals Incorporated \$486,000 6% income debentures and 369,322 shares of that Company in full settlement of all its advances plus interest made to that Company in the sum of \$855,322.42.

(b) to issue to Dickenson Mines Limited 832,131, of its treasury shares in full payment of its debt to Dickenson Mines Limited in the amount of \$83,213.10.

To issue to Mid-North Engineering Services Limited 301,479 shares of its capital stock in full payment of its obligations to that Company in the amount of \$39,570.77.

(c) to sell an undivided 70% interest in 14 patented mining claims in Balmer Township, Red Lake Mining Division, to Dickenson Mines Limited in consideration of Dickenson cancelling the debts owing by the Company to Dickenson in the amount of \$271,955.66.

(d) to apply to the Lieutenant-Governor of the Province of Ontario for Supplementary Letters Patent which will provide for:

1. change of its name to Brewis Explorations Limited or such other name as may be approved by the Lieutenant-Governor of the Province of Ontario;

2. decrease the authorized capital of the Company from \$5,000,000 to \$1,250,000 by cancelling 3,750,000 shares with a par value of \$1.00 each pro rata; and

3. increase the authorized capital of the Company from \$1,250,000 to \$5,000,000 by the creation of 3,750,000 shares with a par value of \$1.00 each ranking on a parity with the 1,250,000 shares with a par value of \$1.00 each remaining after the aforesaid cancellation.

(e) to enter into an agreement with Dickenson Mines Limited whereby Dickenson will agree to purchase 125,000 new shares of the re-organized Company at 40¢ per share for a total consideration of \$50,000.

2. Head office address and any other office address.

25 Adelaide Street West - Room 416,  
Toronto 1, Ontario.

3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.

A. W. White - President & Director - 72 Dunvegan Road, Toronto 7, Ont.  
President - Dickenson Mines Ltd. over 5 years.  
L. W. McIlmurray - Vice-Pres. & Director - 300 Glenayr Rd., Toronto 10. Ont.  
President - L & M Securities Limited  
D. F. Burt - Director - 195 Glencairn Ave., Toronto 12, Ont.  
Solicitor - over 5 years.  
J. J. White - Director - 4194 Lakeshore Road East, Burlington, Ont.  
Director - Brewis & White Ltd., over 5 years.  
W. A. Edmond - Director - 130 Yonge Street South, Aurora, Ont.  
Accountant - Mid-North Engineering Services Ltd., over 5 years.  
R. G. Wolfe - Director - 401 Wolhoy Apartments - Anchorage, Alaska.  
President - Wolfe's Department Store - over 5 years.  
L. V. Barbisan - Director - 2444 Camilla Road, Cooksville, Ont.  
Chartered Accountant - Mid-North Engineering Services Ltd. 5 years.  
H. R. Heard - Secretary-Treasurer - 464 Broadway Ave., Toronto 17, Ont.  
Secretary - Mid-North Engineering Services Ltd., over 5 years.



4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: 5,000,000 having a par value of \$1.00 each. Issued: 3,866,390 shares.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Notes payable by the Company to: Dickenson Mines Limited- 5% per annum - \$180,000.00 Cdn. Funds. " " " - 6% " " - 41,955.66 " " " " " - 6% " " - 70,000.00 U.S. "  \$271,955.66 =====
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	See Item 1.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Dickenson Mines Limited, 25 Adelaide Street West, Suite 416, Toronto 1, Ontario.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Nil
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes to use the funds received from the underwriting agreement to pay off the remainder of the outstanding accounts, leaving approximately \$25,000.00 for working capital.
10. Brief statement of company's chief development work during past year.	There has been no development work done during the year on the Company's properties.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	N/A
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	N/A



# FINANCIAL STATEMENTS

DeCoursey-Brewis Minerals Limited

Balance Sheet - August 31, 1963

## Assets

### Current Assets

Cash in banks	\$	1,837.78	
Cash in banks - U. S. funds		1,339.98	
Accounts receivable		<u>2,564.70</u>	\$ 5,742.46

### Interest in Alaska Mines and Minerals Incorporated

Shares, at cost	\$	259,856.00	
Advances and interest receivable-U.S. funds		<u>855,322.42</u>	\$1,115,178.42

### Fixed Assets, at cost

Mining claims and properties	\$	121,328.55	
Preliminary development, administrative costs and other charges, per statement		<u>150,873.85</u>	\$ 272,202.40

### Other Assets

Shares of other mining companies	\$	20,000.00	
Exploration expenditure on outside mining properties, per statement		51,532.61	
Shares of other companies		<u>2,000.00</u>	\$ 73,532.61

### Organization Expense

5,947.61

\$1,472,603.50

## Liabilities

### Current Liabilities

Accounts payable and accrued charges	\$	143,540.35	
Notes payable		201,955.66	
Notes payable - U. S. funds		70,000.00	
Bond interest payable		<u>7,500.00</u>	\$ 422,996.01

### Shareholders' Equity

#### Capital Stock

Authorized: 5,000,000 shares of \$1.00 par value each

Issued:	3,866,390 shares	\$3,866,390.00
Less:	Discount thereon	<u>1,294,132.52</u>
		\$2,572,257.48

Surplus arising from reorganization of capital structure

43,066.05  
\$2,615,323.53

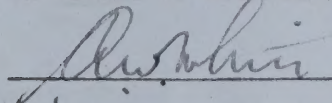
#### Less:

Exploration account, per Statement \$ 923,572.04

Deficit account per statement 642,144.00 1,565,716.04 \$1,049,607.49

\$1,472,603.50

On behalf of the Board

 Director

R. V. B. L. Director



DeCoursey-Brewis Minerals Limited  
Statement of Exploration Expenditure on Outside Mining Properties

For the three months ended August 31, 1963

Exploration Expenses

Miscellaneous	\$ 135.65
Less: Royalty on gold production	<u>469.78</u>
	\$ (334.13)
Balance, June 1, 1963	<u>52,002.39</u>
	\$ 51,668.26
Deduct: Expenditure on abandoned option Transferred to exploration account	<u>135.65</u>

Balance, August 31, 1963

Property purchase and option payments	\$25,025.40	
Exploration expenditure	<u>26,507.21</u>	<u>\$ 51,532.61</u>

Statement of Preliminary Development, Administrative Costs  
and Other Charges

Balance, June 1, 1963	\$150,753.61
Add: Property taxes	<u>120.24</u>
<u>Balance, August 31, 1963</u>	<u><u>\$150,873.85</u></u>

Exploration Account

For the Three months ended August 31, 1963

Administrative Expenses

Fees, legal and other	\$ 50.00
Foreign exchange	837.50
Head Office maintenance	750.00
Loan interest	3,578.75
Telephone	<u>4.55</u>
	\$ 5,220.80

Outside Exploration Expenditures, written  
off during the period.

135.65

Balance, June 1, 1963

\$ 5,356.45  
918,215.59

Balance, August 31, 1963

\$923,572.04



DeCoursey-Brewis Minerals Limited

Statement of Source and Disposition of Funds

From June 1, 1962 to August 31, 1963

<u>Source of Funds</u>	<u>June 1, 1962 to May 31, 1963</u>	<u>June 1, 1963 to August 31, 1963</u>	<u>Total</u>
Royalty on gold production	\$ 1,492.85	\$ 469.78	\$ 1,962.63
<u>Disposition of Funds</u>			
Preliminary development - taxes	\$ 110.01	\$ 120.24	\$ 230.25
Exploration - administrative	24,610.10	5,220.80	29,830.90
Outside exploration expenditures	8,166.16	135.65	8,301.81
Advance to Alaska Mines and Minerals Inc.	-	10,000.00	10,000.00
	<u>\$32,886.27</u>	<u>\$15,476.69</u>	<u>\$48,362.96</u>
<u>Decrease in working capital</u>			
Decrease in current assets	\$15,184.19	\$ (307.57)	\$14,876.62
Increase in current liabilities	16,209.23	15,314.48	31,523.71
	<u>\$31,393.42</u>	<u>\$15,006.91</u>	<u>\$46,400.33</u>

On behalf of the Board

*R. W. White* Director

*R. V. Baird* Director

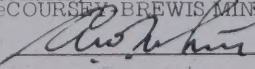


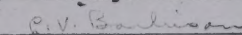
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None.																					
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	N/A																					
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><tr><td>Carl M. Loeb, Rhoades &amp; Company, 30 Wall Street, New York, U. S. A.</td><td>69,050 shares.</td></tr><tr><td>Lake &amp; Company, c/o Bank of Montreal, Toronto, Ontario.</td><td>64,200 "</td></tr><tr><td>Edward N. Todd and R. Todd, Anchorage, Alaska, U. S. A.</td><td>48,898 "</td></tr><tr><td>Gairdner &amp; Co. Ltd., 320 Bay Street, Toronto, Ontario.</td><td>46,537 "</td></tr><tr><td>Doherty, Roadhouse &amp; Co. Ltd., 335 Bay Street, Toronto, Ontario.</td><td>43,864 "</td></tr></table> <p>The Company does not know if the above shares are beneficially owned by the registered holders or not.</p>	Carl M. Loeb, Rhoades & Company, 30 Wall Street, New York, U. S. A.	69,050 shares.	Lake & Company, c/o Bank of Montreal, Toronto, Ontario.	64,200 "	Edward N. Todd and R. Todd, Anchorage, Alaska, U. S. A.	48,898 "	Gairdner & Co. Ltd., 320 Bay Street, Toronto, Ontario.	46,537 "	Doherty, Roadhouse & Co. Ltd., 335 Bay Street, Toronto, Ontario.	43,864 "											
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16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	So far as the Company is aware, no person or corporation is in a position to elect a majority of the directors. However, for purposes of voting at meetings of shareholders, proxies are solicited by the President, Vice-President and Secretary-Treasurer on behalf of the Board.																					
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><tr><td></td><td>Cost</td><td>Market Value</td></tr><tr><td>208,000 shares Alaska Mines and Minerals Incorporated -</td><td>\$259,856</td><td>Nil</td></tr><tr><td>30 shares Dickrow Contracting Co. Ltd.</td><td>\$ 2,000</td><td>Nil</td></tr><tr><td>89,000 shares Wadge Mines Ltd., free</td><td>\$ 8,900</td><td>Nil</td></tr><tr><td>485,000 " do. pooled</td><td>\$ 11,100</td><td>Nil</td></tr><tr><td></td><td>\$281,856</td><td>Nil</td></tr><tr><td></td><td>=====</td><td>=====</td></tr></table>		Cost	Market Value	208,000 shares Alaska Mines and Minerals Incorporated -	\$259,856	Nil	30 shares Dickrow Contracting Co. Ltd.	\$ 2,000	Nil	89,000 shares Wadge Mines Ltd., free	\$ 8,900	Nil	485,000 " do. pooled	\$ 11,100	Nil		\$281,856	Nil		=====	=====
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	\$281,856	Nil																				
	=====	=====																				
18. Brief statement of any lawsuits pending or in process against company or its properties.	None.																					
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None.																					
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>There are no other material facts.</p> <p>The shares in the capital stock of the Company are not in the course of primary distribution to the public nor will they be after the underwriting agreement referred to under item 6 becomes effective.</p> <p>Dickenson Mines Limited and Mid-North Engineering Services Limited have agreed not to sell any of the shares of DeCoursey as presently constituted or reorganized that they now hold or will receive pursuant to the transactions mentioned in item 1 hereof.</p>																					

DATED November 18, 1963

**CERTIFICATE OF THE COMPANY**

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

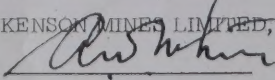
"A. W. White" 


"L. V. Barbisan" 

DeCOURSEY BREWIS MINERALS LIMITED,  
CORPORATE SEAL

**CERTIFICATE OF UNDERWRITER OR OPTIONEE**

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

"A. W. White" 

"H. R. Heard" 

DICKENSON MINES LIMITED,